

#### **§ 4002.4**

(b) The following powers are expressly reserved to the Board of Directors and shall not be delegated:

(1) Approval of all final substantive regulations prior to publication in the FEDERAL REGISTER, except for amendments to the regulations on Allocation of Assets in Single-employer Plans and Duties of Plan Sponsor Following Mass Withdrawal (parts 4044 and 4281 of this chapter) establishing new interest rates and factors, which may be approved by the Executive Director of the PBGC.

(2) Approval of all reports or recommendations to the Congress that are required by statute;

(3) Establishment from time to time of the Corporation's budget and debt ceiling up to the statutory limit;

(4) Determination from time to time of limits on advances to the revolving funds administered by the Corporation pursuant to section 4005(a) of ERISA;

(5) Final decision on any policy matter that would materially affect the rights of a substantial number of employers or covered participants and beneficiaries.

(c) Final non-substantive regulations and all proposed regulations shall be approved by the Executive Director prior to publication in the FEDERAL REGISTER; provided that all proposed substantive regulations shall first be circulated for review to the Board of Directors or their designees, and may thereafter be issued by the Executive Director after responding to any comments made within 21 days after circulation of the proposed regulation, or, if no comments are received, after expiration of the 21-day period.

#### **§ 4002.4 Chairman.**

The Secretary of Labor shall be the Chairman of the Board of Directors and he shall be the administrator of the Corporation with responsibility for its management, including overall supervision of the Corporation's personnel, organization, and budget practices, and shall exercise such incidental powers as may be necessary to carry out his administrative responsibilities. The Chairman may delegate his administrative responsibilities.

#### **29 CFR Ch. XL (7-1-03 Edition)**

#### **§ 4002.5 Quorum.**

A majority of the Directors shall constitute a quorum for the transaction of business. Any act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, except as may otherwise be provided in these by-laws.

#### **§ 4002.6 Meetings.**

Regular meetings of the Board of Directors shall be held at such times as the Chairman shall select. Special meetings of the Board of Directors shall be called by the Chairman on the request of any other Director. Reasonable notice of any meetings shall be given to each Director. The General Counsel of the Corporation shall serve as Secretary to the Board of Directors and keep its minutes. As soon as practicable after each meeting, a draft of the minutes of such meeting shall be distributed to each member of the Board for correction or approval.

#### **§ 4002.7 Place of meetings; use of conference call communications equipment.**

Meetings of the Board of Directors shall be held at the principal office of the Corporation unless otherwise determined by the Board of Directors or the Chairman. Any Director may participate in a meeting of the Board of Directors through the use of conference call telephone or similar communications equipment, by means of which all persons participating in the meeting can simultaneously speak to and hear each other. Any Director so participating in a meeting shall be deemed present for all purposes. Actions taken by the Board of Directors at meetings conducted through the use of such equipment, including the votes of each member, shall be recorded in the usual manner in the minutes of the meetings of the Board of Directors. A resolution of the Board of Directors signed by each of its three members shall have the same force and effect as if agreed at a duly called meeting and shall be recorded in the minutes of the Board of Directors.